

RECORDATION NO. 27155-A FILED

SEP 12 '07 -8 00 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301

WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1984)

OF COUNSEL
URBAN A. LESTER

September 12, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2, Trust Indenture Supplement No. 3, Trust Indenture Supplement No. 4 and Trust Indenture Supplement No. 5, dated as of September 12, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No. 5 being filed with the Board under Recordation Number 27155.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: Wilmington Trust Company, not in its individual capacity but solely as Indenture Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

Owner Trustee: Wells Fargo Bank Northwest, National Association, not in its individual capacity but solely as Owner Trustee
299 South Main Street, 12th Floor
Salt Lake City, UT 84111

Mr. Vernon A. Williams
September 12, 2007
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A description of the railroad equipment covered by the enclosed document is:

758 railcars:

CEFX 64685 – CEFX 64804 (excluding CEFX 64692 and CEFX 64721);
FURX 931365 – FURX 931484;
CAGY 4001 – CAGY 4050;
CAGY 7001 – CAGY 7050;
KCS 720000 – KCS 720149;
TILX 637783 – TILX 637902;
TILX 194195 – TILX 194294; and
TILX 195795 – TILX 195844.

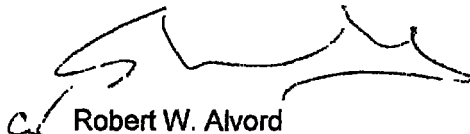
A short summary of the document to appear in the index is:

Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2, Trust Indenture Supplement No. 3, Trust Indenture Supplement No. 4 and Trust Indenture Supplement No. 5.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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~~STB~~ SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT,
TRUST INDENTURE SUPPLEMENT NO. 1, TRUST INDENTURE SUPPLEMENT NO. 2,
TRUST INDENTURE SUPPLEMENT NO. 3, TRUST INDENTURE SUPPLEMENT NO. 4 AND
TRUST INDENTURE SUPPLEMENT NO. 5
(Surface Transportation Board)**

THIS MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT, TRUST INDENTURE SUPPLEMENT NO. 1, TRUST INDENTURE SUPPLEMENT NO. 2, TRUST INDENTURE SUPPLEMENT NO. 3, TRUST INDENTURE SUPPLEMENT NO. 4 AND TRUST INDENTURE SUPPLEMENT NO. 5 dated as of September 12, 2007 (this "Memorandum"), is between WILMINGTON TRUST COMPANY, not individually but solely as Indenture Trustee ("Indenture Trustee"), and WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not individually but solely as Owner Trustee ("Owner Trustee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Owner Trustee has granted to Indenture Trustee a security interest in all of Owner Trustee's right, title and interest in those certain railcars identified on Schedules 1, 2, 3, 4 & 5 attached hereto (the "Equipment"), other than Excepted Property, pursuant to the terms of that certain Trust Indenture and Security Agreement, that certain Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2, Trust Indenture Supplement No. 3, Trust Indenture Supplement No. 4 and Trust Indenture Supplement No. 5, each dated as of September 12, 2007, between Indenture Trustee and Owner Trustee.

B. In addition, other than Excepted Property, Owner Trustee has granted to Indenture Trustee a security interest in that certain Equipment Lease Agreement (FURC Trust No. 2007-2A), that certain Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No. 5 relating to the Equipment, each dated as of September 12, 2007, between Owner Trustee, as Lessor, and First Union Rail Corporation, as Lessee.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

D. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WILMINGTON TRUST COMPANY, not individually
but solely as Indenture Trustee

By: gpm
Name: J. Christopher Murphy
Title: Financial Services Officer

STATE OF Delaware)
COUNTY OF New Castle) ss:

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of New Castle this 10 day of September, 2007 by J. Christopher Murphy as Financial Services Officer of Wilmington Trust Company, not individually but solely as Indenture Trustee.

Amanda E. Gamble
Notary Public

My commission expires: _____

[Notarial Seal]

AMANDA E. GAMBLE
Notary Public - State of Delaware
My Comm. Expires May 15, 2011

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION, not individually but solely as Owner
Trustee

By: [Signature]
Name: Jon Crossman
Title: Vice President

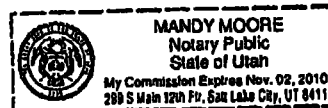
Utah
STATE OF _____)
COUNTY OF Salt Lake) ss:

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of Salt Lake this _____ day of September, 2007 by JON CROSSMAN as Vice President of Wells Fargo Bank Northwest, National Association, not individually but solely as Owner Trustee.

[Signature]
Notary Public

My commission expires: _____

[Notarial Seal]



Schedule 1

Description of Equipment under Lease Supplement No. 1

Basic Group	Equipment Description	Unit Mark	Unit Nos.	# of Units	Builder
A	Aluminum Coal Hoppers, 4,200 cu.ft., equipped with rapid discharge gates and rotary couplers, 286,000 lb. GRL (K341)	CEFX	064685-064691 (both inclusive); 064693-064720 (both inclusive); and 064722-064804 (both inclusive)	118	Johnstown America

Schedule 2

Description of Equipment under Lease Supplement No. 2

Basic Group	Equipment Description	Unit Mark	Unit Nos.	# of Units	Builder
B	Open Hoppers, Aluminum AutoFlood III™, rotary, automatic discharge, 4,200 cu.ft., 286,000 lb. GRL (K341)	FURX	931365-931484 (both inclusive)	120	FreightCar America, Inc.

Schedule 3

Description of Equipment under Lease Supplement No. 3

Basic Group	Equipment Description	Unit Mark	Unit Nos.	# of Units	Builder
C	Covered Coil Cars with steel insulated covers, 286,000 lb. GRL (E241), 100 cars with 4 coil stops and 150 cars with 6 coil stops	CAGY KCS CAGY	004001-004050 (both inclusive); 720000-720149 (both inclusive); and 007001-007050 (both inclusive)	250	National Steel Car Ltd.

Schedule 4

Description of Equipment under Lease Supplement No. 4

Basic Group	Equipment Description	Unit Mark	Unit Nos.	# of Units	Builder
D	6,351 cu.ft. Covered Hoppers equipped with four 42" x 42" gates, 286,000 lb. GRL (C114)	TILX	637853-637902 (both inclusive); and 637783-637852 (both inclusive)	120	Trinity Industries, Inc.

Schedule 5

Description of Equipment under Lease Supplement No. 5

Basic Group	Equipment Description	Unit Mark	Unit Nos.	# of Units	Builder
E	DOT 111A100W1 30,000 gallon, non-insulated, non-coiled Tank Cars (T108)	TILX	194195-194294 (both inclusive); and 195795-195844 (both inclusive)	150	Trinity Industries, Inc.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

9/12/07



Robert W. Alvord